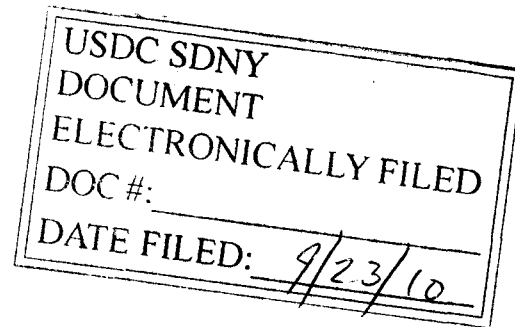


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- and -

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*Attorneys for Defendant SanDisk Corporation*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

DAN HARKABI,  
GIDON ELAZAR,

Plaintiffs,

vs.

SANDISK CORPORATION,

Defendant.

Index No. 08-CV-8203 (WHP)(THK)

ECF Case

**STIPULATION AND  
AGREED ORDER FOR  
SUBSTITUTION OF COUNSEL**

WHEREAS, on September 23, 2008, Plaintiffs Dan Harkabi and Gidon Elazar commenced this action (the "Action") against Defendant SanDisk Corporation ("SanDisk");

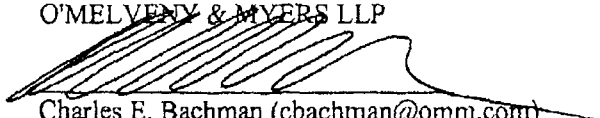
WHEREAS, O'Melveny & Myers LLP ("O'Melveny") has represented SanDisk in the Action; and

WHEREAS, O'Melveny and SanDisk have agreed that O'Melveny may withdraw as counsel in this Action and be substituted as counsel of record by Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps").

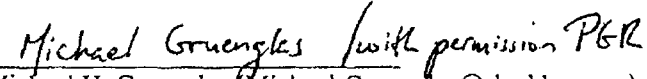
NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned, that Skadden, Arps be substituted in the place of O'Melveny as counsel of record for SanDisk.

Dated: September 20, 2010  
New York, New York

O'MELVENY & MYERS LLP

  
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SKADDEN, ARPS, SLATE,  
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 *with permission P&R*  
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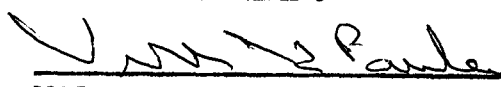
David W. Hansen ([David.Hansen@skadden.com](mailto:David.Hansen@skadden.com))  
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Palo Alto, California 94301  
(650) 470-4500

**SO ORDERED:**

\_\_\_\_\_  
United States District Judge

September \_\_, 2010  
New York, New York

**SO ORDERED:**

  
\_\_\_\_\_  
WILLIAM H. PAULEY III U.S.D.J.

9/23/10